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## **VITOP BIOENERGY HOLDINGS LIMITED**

**(天 年 生 物 控 股 有 限 公 司)\***

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1178)

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 17 DECEMBER 2009 AND RETIREMENT OF DIRECTOR**

The Board announces that at the Annual General Meeting, save and except for the resolution no. 2(i)(C) of the Annual General Meeting, all the proposed resolutions were duly passed by the Shareholders by way of poll.

The Board further announces that Mr. Zhang He retired by rotation as executive Director in accordance with the Articles of Association and the resolution in respect of his re-election was not passed by the Shareholders as ordinary resolution at the conclusion of the Annual General Meeting held on 17 December 2009.

Reference is made to the circular of the Company dated 30 October 2009 (the “**Circular**”) in relation to the Annual General Meeting. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as defined in the Circular.

At the Annual General Meeting held on 17 December 2009, all proposed resolutions as set out in the Circular were taken by poll. The Company’s branch share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer for the purpose of vote-taking at the Annual General Meeting.

As at the date of Annual General Meeting, the total number of issued shares in the Company was 882,785,961 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the Annual General Meeting. A total of 50,600,000 Shares was held by the Shareholders who attended and voted for or against the resolutions at the Annual General Meeting. No Shareholder was entitled to attend and vote only against any resolutions at the Annual General Meeting. No Shareholder was required to abstain from voting in respect of any resolution proposed for approval at the Annual General Meeting.

\* For identification purpose only

The Board announces that save and except for the resolution no.2(i)(C) of the Annual General Meeting, all the proposed resolutions were duly passed by the Shareholders by way of poll at the Annual General Meeting. The poll results in respect of the resolutions were as follows:

Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited financial statements together with the reports of the directors and auditors for the year ended 30 June 2009.	50,600,000 (100%)	0 (0%)
2.	(i) (A) To re-elect Dr. Han Xiaoyue as executive director.	50,600,000 (100%)	0 (0%)
	(B) To re-elect Dr. Chen Henglong as executive director.	50,600,000 (100%)	0 (0%)
	(C) To re-elect Mr. Zhang He as executive director.	0 (0%)	50,600,000 (100%)
	(D) To re-elect Mr. Chen Yuk Tong as non-executive director.	50,600,000 (100%)	0 (0%)
	(ii) To authorize the board of directors to fix the directors' remuneration.	50,600,000 (100%)	0 (0%)
3.	To re-appoint auditors and to authorize the board of directors to fix their remuneration.	50,600,000 (100%)	0 (0%)
4A.	To grant a general mandate to the Directors to allot and issue shares of the Company.	50,600,000 (100%)	0 (0%)
4B.	To grant a general mandate to the Directors to repurchase shares of the Company.	50,600,000 (100%)	0 (0%)
4C.	To extend the general mandate granted to the Directors to allot and issue shares by adding to it the number of shares repurchased by the Company.	50,600,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions nos.1, 2(i)(A) to (B), 2(i)(D), 2(ii), 3, 4(A) to 4(C), the resolutions nos.1, 2(i)(A) to (B), 2(i)(D), 2(ii), 3, 4(A) to 4(C) were duly passed.

As more than 50% of the votes were cast against the resolution no.2(i)(C), the resolution no.2(i)(C) was not passed by the Shareholders as ordinary resolution at the conclusion of the Annual General Meeting.

## THE RETIREMENT OF DIRECTOR

The Board further announces that Mr. Zhang He retired by rotation as executive Director in accordance with the Article of Association and the resolution in respect of his re-election was not passed by the Shareholders as ordinary resolution at the conclusion of the Annual General Meeting held on 17 December 2009.

At the Annual General Meeting, Mr. Zhang He, being eligible, offered himself for re-election but the respective resolution in relation to his re-election was not passed by the Shareholders as ordinary resolution. The retired Director and the Board are not aware of any matter relating to the retirement of Mr. Zhang He that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board extends its appreciation to Mr. Zhang He for his past contribution to the Company during his tenure of office.

By order of the Board of  
**VITOP BIOENERGY HOLDINGS LIMITED**  
**Han Xiaoyue**  
*Director*

Hong Kong, 17 December 2009

*As at the date of this announcement, the executive directors of the Company are Mr. Han Qingyun, Dr. Han Xiaoyue, Dr. Chen Henglong, Mr. Xu Nian Chun, Ms. Guo Yan Ni and Mr. Long Mingfei; the non-executive director is Mr. Chan Yuk Tong; and the independent non-executive directors are Ms. Zhu Jing Hua, Mr. Zhang Wen and Mr. Li Xinzhong.*